

# EXHIBIT “A”

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re	)	Chapter 11
	)	
DELPHI CORPORATION, et al.,	)	Case No. 05-44481(RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**CERTIFICATION UNDER GUIDELINES FOR DISBURSEMENTS  
FOR PROFESSIONALS REGARDING FIRST INTERIM APPLICATION  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
WARNER STEVENS, L.L.P., AS CONFLICTS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD OF NOVEMBER 10, 2005 THROUGH JANUARY 31, 2006**

Pursuant to the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 24, 1991, and amended April 21, 1995 (together, the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330 (the “U.S. Trustee Guidelines”), the undersigned, a member of the firm Warner Stevens, L.L.P. (“Warner Stevens”), Conflicts Counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Delphi Corporation and its affiliated debtors in the above-captioned cases (collectively, “Delphi” or the “Debtors”), hereby certifies with respect to Warner Stevens’ first interim application for allowance of compensation for services rendered and for reimbursement of expenses, dated April 28, 2006 (the “Application”), as follows:

1. I am the professional designated by Warner Stevens in respect of compliance with the Guidelines.
2. I make this certification in support of the Application in accordance with the Local Guidelines.
3. In respect of section B.1. of the Local Guidelines, I certify that:

a. I have read the Application;

b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursement sought fall within the Local Guidelines;

c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Warner Stevens and generally accepted by Warner Stevens' clients; and

d. In providing a reimbursable service, Warner Stevens does not make a profit on that service, whether the service is performed in-house or through a third party.

4. In respect of section B.2. of the Local Guidelines, I certify that Warner Stevens has provided, on a monthly basis, statements of Warner Stevens' fees and disbursements accrued during the previous month, by serving monthly statements in accordance with the Interim Compensation Order (as defined in the Application).

5. In respect of section B.3. of the Local Guidelines, I certify that copies of the Application are being provided to (a) counsel for the Debtors, (b) counsel for the Committee, and (c) the Office of the United States Trustee, and (d) to the requisite Notice Parties (as defined in the Interim Compensation Order) in accordance with paragraph 7 of the Interim Compensation Order.

Dated: April 28, 2006

/s/ Michael D. Warner  
Michael D. Warner (MW-3381)